

PROXY STATEMENT

CLEVELAND PUBLIC LIBRARY
BUSINESS INFORMATION BUREAU
February 9, 1945
CORPORATION FILE

The accompanying proxy is solicited by and on behalf of the present management of The Kroger Grocery & Baking Company.

The members of the Proxy Committee, namely: Charles W. Dupuis, Harry J. Gilligan, John M. Hancock and Charles M. Robertson are all directors of the Company, and have been named by the management of the Company, which is soliciting the proxies of the shareholders. All such proxies are revocable by the shareholders executing them, in conformance with the law of the State of Ohio.

Holders of common stock are entitled to vote in the election of directors. The Company has outstanding and entitled to vote, 1,836,589 shares of common stock. The law of Ohio, under which this Corporation is organized, provides for cumulative voting.

There has been no expense in connection with this solicitation, except the expense of printing and mailing this notice of meeting, proxy notice, and the enclosed proxy, approximating \$1,800, which expense will be paid by the Company.

The only business as far as is now known that will be presented at the meeting is the election of thirteen persons as Directors to serve for a term of one year and until their successors shall have been elected and qualified.

DIRECTORS

The names of and information about the present directors of The Kroger Grocery & Baking Company, all of whom have been recommended by the present management for re-election to the Board of Directors, are set forth below.

Name	Principal Occupation	First Became a Director	Shares Common Stock Bene- ficially Owned	Total Remuneration Received Year 1944
Bolton S. Armstrong	President, The Mabley & Carew Co., Cincinnati, Ohio	1937	550	\$ 2,180*
Joseph Bappert	Vice-President, The Kroger Grocery & Baking Co.	1940	301	35,005
Walter A. Draper	President, The Cincinnati Street Railway Co. Cincinnati, Ohio	1931	210	2,220*
Charles W. Dupuis	President, The Central Trust Co., Cincinnati, Ohio	1930	105	2,220*
Harry J. Gilligan	Proprietor, John J. Gilligan & Son, Cincinnati, Ohio	1935	2787	2,220*
Joseph B. Hall	Executive Vice-President & Treasurer, The Kroger Grocery & Baking Co.	1941	400	35,000
John M. Hancock	Partner, Lehman Bros., New York, N. Y.	1927	100	10,100*
Carl M. Jacobs	Partner, Frost & Jacobs, Attys., Cincinnati, Ohio	1939	1100	180
Andrew T. Kearney	Partner, McKinsey, Kearney & Co., Chicago, Illinois	1938	100	2,180*
Chester F. Kroger	Proprietor, Clovelly Stock Farm, Cincinnati, Ohio	1933	1651	140
Charles M. Robertson	President, The Kroger Grocery & Baking Co.	1930	5675	81,284
Stanley M. Rowe	Vice-President & Treasurer, The Shepard Elevator Co., Cincinnati, O.	1943	200	2,220*
John H. Sadler	Secretary and Asst. Treasurer, The Kroger Grocery & Baking Co.	1938	220	23,000
Total Paid to Nominee Directors and Officers (13 persons)				\$197,949

*These Directors are members of the Executive Committee and, as such, receive compensation of \$2,000 each per year, except John M. Hancock who receives \$10,000 per year as Chairman of the Executive Committee.

(OVER)

Nominee Chester F. Kroger, in addition, has a beneficial interest in a trust which owns 20,272 common shares.

Total remuneration paid C. M. Robertson, President of the Company, during 1944 exceeded the amount paid him during the preceding year by \$6,284, as a result of a salary increase which was put into effect during the year 1944. In addition to the foregoing, The Manufacturers & Merchants Indemnity Company, a subsidiary, paid a salary of \$5,000 to Mr. Joseph B. Hall as President of that Company.

The Company paid to Frost & Jacobs, of which firm nominee Carl M. Jacobs is a partner, \$5,425 for legal service as general counsel, and to McKinsey, Kearney & Co., of which firm nominee A. T. Kearney is a partner, \$6,996 for research counsel.

The Proxy Committee proposes to vote the proxies for re-election to the Board of all of the above-named 13 present directors.

The management has no reason to believe that any of the above-mentioned nominees for the office of director will, prior to the date of the meeting, refuse or be unable to accept, but if such contingency should arise, it is the intention of the persons named in the proxy to vote for such other person or persons for the office of director as the management may recommend.

REMUNERATION TO EMPLOYEES OTHER THAN DIRECTORS

Salary Group	No. Persons	Amount
\$20,000-\$50,000	8	\$198,082
\$50,000-\$100,000	0	0
Over \$100,000	1	221,394
Total	9	\$419,476

The management knows of no matters other than the election of directors which are to be presented at the meeting, but if such should be presented, the Proxy Committee expects to vote thereon according to its best judgment.

By Order of the Board of Directors,

JOHN H. SADLER, Secretary